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February 07, 2002

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*****78.75 *****78.75

Secretary of State of Florida
Corporations Division
P. O. Box 6327
Tallahassee, FL 32314

Re: MANSON ROOFING MANAGEMENT, INC.

Ladies and Gentlemen:

Enclosed find executed original and a copy of the Articles of Incorporation for the above proposed Florida corporation, together with my check for \$78.75. Please file the original charter, and certify and return the copy to this office.

Thanking you, I am,

Very truly yours,



John C. Manson
JCM/d

Enclosures - Articles of Incorporation (2); check

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
OF
MANSON ROOFING MANAGEMENT, INC.

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SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
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The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be MANSON ROOFING MANAGEMENT, INC., and the principal place of business of this corporation shall be 807 24th Avenue East, Bradenton, FL 34208 and the mailing address shall be P. O.. Box 9048, Bradenton, FL 34206.

ARTICLE II: NATURE OF BUSINESS

This corporation shall engage in all aspects of the management business and, otherwise, to engage in any other business that is for lawful purposes for which the corporation may be permitted by law pursuant to Chapter 607, Florida Statutes (1994).

ARTICLE III: CAPITAL STOCK

This corporation shall be for profit and the maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV: ADDRESS

The street address of the initial registered office of the corporation shall be 1111 9th Avenue West, Suite A, Bradenton, FL 34205, and the name of the initial registered agent of the corporation is JEFFREY S. GOETHE, Attorney.

ARTICLE V: TERM OF EXISTENCE

This corporation shall exist perpetually and shall commence as of the date it's Charter is issued by the Secretary of State of Florida.

ARTICLE VI: DIRECTORS, OFFICERS AND SUBSCRIBERS

This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time by By-laws adopted by the stockholders, but shall never be less than one. The initial officers, directors and subscribers of the corporation are:

1. BRUCE P. MANSON, President and Director
2. GEORGE A. MANSON, Vice President, Secretary/Treasurer and Director
3. DAVID WILLIS, Director

ARTICLE VII: INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

1. BRUCE P. MANSON
807 24th Avenue East
Bradenton, FL 34208

2. GEORGE A. MANSON
807 24th Avenue East
Bradenton, FL. 34208

3. DAVID WILLIS
1108 Glen Park Lane
Valrico, FL. 33594

ARTICLE VIII: POWERS OF CORPORATION

This corporation shall have all of the powers conferred upon private corporations as provided by general law and specifically by the Florida General Corporation Act, Chapter 607, Florida Statutes, 1994.

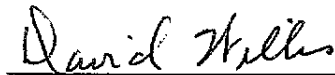
IN WITNESS WHEREOF, the undersigned incorporators of MANSON MANAGEMENT OF BRADENTON, INC. , have hereunto set their hands and seals this 11th day of February , 2002.



BRUCE P. MANSON



GEORGE A. MANSON



DAVID WILLIS

STATE OF FLORIDA
COUNTY OF MANATEE

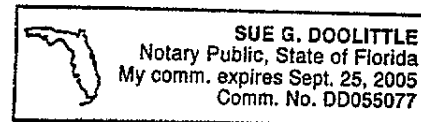
BEFORE ME, the undersigned authority, personally appeared BRUCE P. MANSON and GEORGE A. MANSON, to me known to be two of the persons named in the foregoing Articles of Incorporation, who are personally known to me, and are described in the foregoing

Articles of Incorporation as two of the incorporators thereof, and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Bradenton, FL, this 7th day of February, 2002.

Sue G. Doolittle
Notary Public

(Official seal)

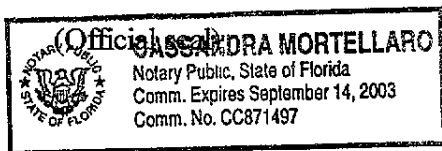


STATE OF FLORIDA
COUNTY OF Hillsborough

BEFORE ME, the undersigned authority, personally appeared DAVID WILLIS, to me known to be one of the persons named in the foregoing Articles of Incorporation, who is personally known to me, or who furnished the following identification
FIDL W420-163-31-214, and is described in the foregoing Articles of Incorporation as one of the incorporators thereof, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Valrico, Florida, this 11th day of February, 2002.

Cassandra Mortellaro
Notary Public



I HEREBY ACCEPT THE DESIGNATION AS RESIDENT AGENT OF THIS CORPORATION AT THE ADDRESS INDICATED IN THESE ARTICLES OF INCORPORATION.

Jeffrey S. Goethe
JEFFREY S. GOETHE

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TALLAHASSEE, FLORIDA
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